

B1 (Official Form 1)(1/08)

United States Bankruptcy Court District of Minnesota		Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Firepond, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 20-3446646		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)	
Street Address of Debtor (No. and Street, City, and State): 11 Civic Center Plaza, Suite 310 Mankato, MN		Street Address of Joint Debtor (No. and Street, City, and State):	
ZIP Code 56001		ZIP Code	
County of Residence or of the Principal Place of Business: Blue Earth		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):	
ZIP Code		ZIP Code	
Location of Principal Assets of Business Debtor (if different from street address above):			
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input checked="" type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY	
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000			
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion			
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion			

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Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Firepond, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B1 (Official Form 1)(1/08)

Page 3

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Firepond, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7, I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs this petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

Jacob B. Sellers (#348679)

Printed Name of Attorney for Debtor(s)

Leonard, Street and Delnard

Firm Name

**150 South Fifth Street, Suite 2300
Minneapolis, MN 55402**

3/31/09
Address

612-335-1500 Fax: 612-335-1657

Telephone Number

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

Stephen Peary

Printed Name of Authorized Individual

CEO

Title of Authorized Individual

3/31/09
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer. (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §136.

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court
District of Minnesota**

In re **Firepond, Inc.**
Debtor

Case No. _____

Chapter 7

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	0.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		9,185,643.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	5		1,572,651.20	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		13			
Total Assets			0.00		
Total Liabilities				10,758,294.20	

**United States Bankruptcy Court
District of Minnesota**

In re **Firepond, Inc.**

Debtor

Case No. _____

Chapter 7

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re **Firepond, Inc.**

Case No. _____

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re Firepond, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **0.00**
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Firepond, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Right of action - Firepond, Inc. v. Morrison & Foerster, LLC, United States District Court for the District of Minnesota, Case No. 08-cv-5466 (RHK/SRN): Claims for breach of fiduciary duty and breach of implied consent	-	Unknown

Sub-Total > **0.00**
(Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Firepond, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **0.00**
(Total of this page)
Total > **0.00**

Sheet 2 of 2 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re **Firepond, Inc.**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			03/26/2006					
FP Tech Holdings, LLC 207C N Washington Avenue Marshall, TX 75670			Perfectured Senior Secured Security Interest					
			- All Assets of the Debtor; Creditor foreclosed on February 23, 2009					
			Value \$ Unknown				5,264,000.00	0.00
Account No.			08/02/2007					
FP Tech Holdings, LLC 207C N Washington Avenue Marshall, TX 75670			Perfectured Senior Subordinated Secured Security Interest					
			- All Assets of the Debtor; Creditor foreclosed on February 23, 2009					
			Value \$ Unknown				3,921,643.00	0.00
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							9,185,643.00	0.00
Total (Report on Summary of Schedules)							9,185,643.00	0.00

0 continuation sheets attached

B6E (Official Form 6E) (12/07)

In re **Firepond, Inc.**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6F (Official Form 6F) (12/07)

In re **Firepond, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. Atlantic-Philadelphia Realty, c/o Atlantic Management Corp 205 Newbury Street Framingham, MA 01701	-	05/01/08 Rent plus Common Area Maintenance				230,378.16
Account No. EP281-W0 Blue Cross Blue Shield of MN 3535 Blue Cross Road Saint Paul, MN 55164	-	02/23/09 Health Insurance				79,984.81
Account No. Bowne of Los Angeles, Inc. 1931 Market Center Boulevard Suite 111 Dallas, TX 75207	-	08/10/08 Printing Services			X	57,504.00
Account No. Bretts Development, LLC 11 Civic Center Plaza Mankato, MN 56001	-	03/01/08 Rent and Common Area Maintenance				233,419.44
Subtotal (Total of this page)						601,286.41

4 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Firepond, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. 305102-2/745019 Broadridge PO Box 23487 Newark, NJ 07189		-		02/10/09 Services				2,812.84
Account No. EideBaily, LLP 11 Civic Center Plaza Suite 301 Mankato, MN 56001		-		01/01/09 401K Audit Services				7,000.00
Account No. Farrish Johnson Law Firm, CHTD 1907 Excel Drive PO Box 550 Mankato, MN 56002-0550		-		Jan/Feb 2009 Legal Fees				675.00
Account No. FP Tech Holdings, LLC 207C N Washington Avenue Marshall, TX 75670		-		02/11/08 Lease Breach Damages				152,000.00
Account No. Francis Knuettel II 1220 South Saint Paul Street Denver, CO 80210		-		02/23/09 Board Fees				6,666.68

Sheet no. 1 of 4 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

169,154.52

B6F (Official Form 6F) (12/07) - Cont.

In re **Firepond, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B Y R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 52456-0001M Kakeldey & Associates, P.A. 1400 Madison Avenue, Suite 628 Mankato, MN 56002		-	02/24/09 Legal Services				2,297.34
Account No. 64427.001/55866.039/55866.038 Leonard, Street and Deinard 150 South Fifth Street Suite 2300 Minneapolis, MN 55402		-	02/29/08-2/25/09 Legal services				21,013.12
Account No. Mark Tunney 11111 Santa Monica Boulevard Suite 1650 Los Angeles, CA 90025		-	03/01/08 Board Fees and Tax Liability Reimbursement				99,500.00
Account No. 14041 Morris Nichols Arsht & Tunnel 1201 North Market Street P.O. Box 1347 Wilmington, DE 19877-1347		-	01/2009 Legal Services				13,677.04
Account No. 055398 Morrison & Foerster, LLP Box 60000 San Francisco, CA 94160-2497		-	12/01/07 Legal Services			X	592,279.03
Sheet no. 2 of 4 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 728,766.53

B6F (Official Form 6F) (12/07) - Cont.

In re **Firepond, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 28059430026 NSTAR PO Box 4508 Woburn, MA 01888-4508		-	03/21/08-07/01/08 Electric/Heating Services				1,049.85
Account No. Scott Kline 5420 LBJ Freeway, Suite 750 Dallas, TX 75240		-	02/23/09 Health Insurance				6,666.68
Account No. 5088204300 Verizon PO Box 4508 Woburn, MA 01654-0001		-	03/22/08-05/22/08 Telephone				2,180.35
Account No. 060416 Vorys, Sater, Seymour & Pease 2100 One Cleveland Center 1375 East Ninth Street Cleveland, OH 44114		-	01/12/09 Legal Services				9,290.45
Account No. 1120 Warecorp, LLP 3611 Farmington Road Minnetonka, MN 55305		-	05/26/08-08/29/08 Services			X	49,877.38

Sheet no. 3 of 4 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page) **69,064.71**

B6F (Official Form 6F) (12/07) - Cont.

In re **Firepond, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. William Santo 7 Stonegate Lane Westwood, MA 02090			-	05/20/08 Expense Report				4,379.03
Account No.								
Account No.								
Account No.								
Account No.								

Sheet no. 4 of 4 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page)	4,379.03
Total (Report on Summary of Schedules)	1,572,651.20

B6G (Official Form 6G) (12/07)

In re **Firepond, Inc.**

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Atlantic-Philadelphia Realty, c/o Atlantic Management Corp 205 Newbury Street Framingham, MA 01701	Commercial office lease; 4,471 square feet; lease expires August 31, 2010; Debtor is Lessee
Bretts Development, LLC 11 Civic Center Plaza Mankato, MN 56001	Commercial office lease; 7,501 square feet; lease expires February 28, 2011; Debtor is Lessee
FP Tech Holdings, LLC 207C N Washington Avenue Marshall, TX 75670	Computer Hardware; Debtor is Lessee; Debtor defaulted and Lessor repossessed the equipment on February 23, 2009
Hewlett-Packard Financial Svc PO Box 402582 Atlanta, GA 30384-2582	Computer Hardware lease; Contract 50024378; lease expires January 7, 2010; Debtor is Lessee
Hewlett-Packard Financial Svcs PO Box 402582 Atlanta, GA 30384-2582	Computer Hardware Lease; Contract 50022611-01; Lease expires March 26, 2010; Debtor is Lessee
Metro Sales, Inc. 1620 E 78th Street Minneapolis, MN 55423	Copier Lease; Lease expires April 1, 2010; Debtor is Lessee

B6H (Official Form 6H) (12/07)

In re **Firepond, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

86 Declaration (Official Form 6 - Declaration), (12/87)

**United States Bankruptcy Court
District of Minnesota**

In re Firepond, Inc.

Debtor(s)

Case No.

Chapter 7

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the CEO of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 16 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date

3/31/09

Signature

Stephen Peary
Stephen Peary
CEO

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

B7 (Official Form 7) (12/07)

United States Bankruptcy Court
District of Minnesota

In re Firepond, Inc.

Debtor(s)

Case No.

Chapter

7

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$4,624,763.00	Software Licenses from 7/1/2006 to 6/30/2007
\$4,703,943.00	Software License from 4/1/2007 to 6/30/2008
\$2,645,552.00	Software Licenses from 7/1/2008 to 2/23/2009

2. Income other than from employment or operation of business

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

3. Payments to creditors

None ☒ *Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See Attached Statement of Financial Affairs Schedule 3(b)		\$0.00	\$0.00

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
See Attached Statement of Financial Affairs Schedule 3(c)		\$0.00	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Firepond v. Morrison & Foerster, LLP Case 08-CV-5466 (RHK/SRN)	Civil Suit - Disputed Legal Fees	U.S. District Court District of Minnesota (Minneapolis, MN)	Active
Bowne of Los Angeles, Inc. v. Firepond, Inc. Case BC 397064	Civil Suit - Disputed Printing Costs	Los Angeles County Superior Court (Los Angeles, CA)	Active

CAPTION OF SUIT AND CASE NUMBER Warecorp, LLP v. FP Technology, Inc. (former name of Firepond, Inc.) Case 27-CV-09-1387	NATURE OF PROCEEDING Civil Suit - Disputed Service Fees	COURT OR AGENCY AND LOCATION State of Minnesota County of Hennepin Fourth Judicial District	STATUS OR DISPOSITION Active
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None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER FP Tech Holdings, LLC 207C N Washington Avenue Marshall, TX 75670	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN February 23, 2009	DESCRIPTION AND VALUE OF PROPERTY All Property of Debtor (secured Notes)
FP Tech Holdings, LLC 207C N Washington Avenue Marshall, TX 75670	February 23, 2009	Computer hardware (equipment lease)

6. Assignments and receiverships

None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Leonard, Street and Deinard 150 South Fifth Street, Suite 2300 Minneapolis, MN 55402	March 2009	\$3,450.63
Morris Nichols Arnst & Tunnel, LLP 1201 N Market Street PO Box 1347 Wilmington, DE 19877	January/February 2009	\$50,000.00
Leonard, Street and Deinard 150 South Fifth Street, Suite 2300 Minneapolis, MN 55402	March 30, 2000; Payor FP Tech Holdings, LLC	\$10,000.00

10. Other transfers

None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Wells Fargo, NA 90 South 7th Street Minneapolis, MN 55479	Brokerage 5690	\$641.11

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Bank of New York 101 Barclay Street, Floor 8W New York, NY 10286	Control Account 3592	September 12, 2008
Bank of New York 101 Barclay Street, Floor 8W New York, NY 10286	Escrow Account 6293	September 12, 2008

12. Safe deposit boxes

None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
205 Newbury Street Framingham, MA 01701		September 2007 to May 2008
181 Wells Avenue Newton, MA 02460		June 2005 to August 2007

16. Spouses and Former Spouses

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

None
☐

a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
CWC Holdings, LLC		11700 Preston Road, Suite 660-207 Dallas, TX 75230-6112	Firepond owned a non- voting, 10% Class B Membership in CWC from April 2008 to February 2009. CWC held Firepond shares as a financing mechanism. The financing never developed. CWC has been dissolved and the shares have reverted to Firepond.	April 2008 to February 2009

None
☒

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None
☐

a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
William P. Stelt 3278 S Ash Street Denver, CO 80222	Two plus years
Stephen Peary 6646 E Crested Saguaro Lane Scottsdale, AZ 85266	Two plus years

None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Causey, Demgen & Moore	1801 California Street, Suite 4650 Denver, CO 80202	Since September 13, 2005

None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
See answer to question 19 (a) above	

None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
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20. Inventories

None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21. Current Partners, Officers, Directors and Shareholders

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Stephen Peary 6646 E Crested Saguaro Lane Scottsdale, AZ 82566	Director, CEO, CFO, GC	5% Common Stock
FP Tech Holdings, LLC 207C Washington Avenue Marshall, TX 75670	Shareholder	68% Common Stock

22. Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Audrey Spangenberg Two Lincoln Centre 5420 LBJ Freeway, Suite 750 Dallas, TX 75240	Director	February 23, 2009
Scott Kline Two Lincoln Centre 5420 LBJ Freeway, Suite 750 Dallas, TX 75240	Director	February 23, 2009
Francis Knuettel II 1220 S St. Paul Street Denver, CO 80210	Director	February 23, 2009
L. Bradlee Sheafe Two Lincoln Centre 5420 LBJ Freeway, Suite 750 Dallas, TX 75240	President	February 23, 2009
William P. Stelt 3278 S Ash Street Denver, CO 80202	CFO	February 23, 2009
Craig Christiansen 11 Civic Center Plaza, Suite 310 Mankato, MN 56001	VP, Technology	February 23, 2009
James Scheper 5445 S Monaco Street Englewood, CO 80111	VP, Sales	February 23, 2009
William Santo 7 Stonegate Drive Westwood, MA 02090	CEO	May 12, 2008
Mark Tunney 11111 Santa Monica Boulevard Los Angeles, CA 90025	Director	March 30, 2008
Mark Champion 1412 Drake Avenue San Francisco, CA 94101	Director	March 31, 2008

23 . Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
See Attached Statement of Financial Affairs Schedule 23		

24. Tax Consolidation Group.

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

None ☐ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 3/31/09

Signature 
Stephen Peary
CEO

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 1571

Statement of Financial Affairs - Schedule 3(b)

Date	Paid To	Payment	Address 1	Address 2	City	State	Zip Code
1/2/2009	A Plus Security, Inc.	\$159.16	PO BOX 3585		Mankato	MN	56002-3585
2/1/2009	A Plus Security, Inc.	\$265.41	PO BOX 3585		Mankato	MN	56002-3585
3/1/2009	A Plus Security, Inc.	\$136.43	PO BOX 3585		Mankato	MN	56002-3585
1/15/2009	AICCO, Inc.	\$546.69	1630 E. Shaw Ave	Suite 160	Fresno	CA	93710
1/28/2009	AICCO, Inc.	\$12,074.53	1630 E. Shaw Ave	Suite 160	Fresno	CA	93710
2/1/2009	AICCO, Inc.	\$7,832.23	1630 E. Shaw Ave	Suite 160	Fresno	CA	93710
2/20/2009	AICCO, Inc.	\$4,300.22	1630 E. Shaw Ave	Suite 160	Fresno	CA	93710
2/1/2009	Alex Thofson	\$36.00	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/14/2009	Alexa Rasche	\$157.50	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/29/2009	Alexa Rasche	\$622.50	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/12/2009	Alexa Rasche	\$532.50	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/20/2009	Alexa Rasche	\$210.00	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/2/2009	Aramark Refreshment Services	\$326.92	6667 Old Shakopee Rd #103		Bloomington	MN	55438
2/1/2009	Aramark Refreshment Services	\$251.62	6667 Old Shakopee Rd #103		Bloomington	MN	55438
1/30/2009	Arizona Department of Revenue	\$64.78	1600 West Monroe St		Phoenix	AZ	85007
1/15/2009	AT&T	\$119.70	PO Box 13134		Newark	NJ	07101-5634
2/1/2009	AT&T	\$119.70	PO Box 13134		Newark	NJ	07101-5634
2/1/2009	Background Check Professionals	\$139.00	4-A Holly Hill		Hattiesburg	MS	39402
2/1/2009	Bank of New York	\$6,025.00	101 Barclay Street	Floor 8W	New York	NY	10286
3/24/2009	BARNEY & BARNEY LLC	\$22,800.00	9171 Towne Centre Drive	Suite 500	San Diego	CA	92122
1/2/2009	Benefit Extras, Inc.	\$100.50	PO Box 1815		Burnsville	MN	55337
3/24/2009	Benefit Extras, Inc.	\$100.50	PO Box 1815		Burnsville	MN	55337
2/23/2009	Betzer Crichtfield & Call, L	\$500.00	The Equitable Building	730 17th Street	Denver	CO	80202
1/31/2009	Blue Cross Blue Shield of Mi	\$44,425.00	3535 Blue Cross Road		St Paul	WI	55164
1/2/2009	Bretts Development Company,	\$12,851.17	1207 River Drive		River Falls	WI	54022
2/1/2009	Bretts Development Company,	\$12,240.19	1207 River Drive		River Falls	WI	54022
1/15/2009	Business Microvar, Inc.	\$41.25	2277 West Highway 36	Suite 300	Roseville	MN	55113
2/20/2009	Business Microvar, Inc.	\$41.25	2277 West Highway 36	Suite 300	Roseville	MN	55113
1/2/2009	Causey Dengen & Moore	\$9,800.00	1801 California Street	Suite 4650	Denver	CO	80202
1/28/2009	Causey Dengen & Moore	\$9,800.00	1801 California Street	Suite 4650	Denver	CO	80202
1/15/2009	CDW Direct, LLC	\$406.82	PO Box 75723		Chicago	IL	60675-5723
2/20/2009	Citicorp Vendor Finance, Inc	\$8,399.00	PO Box 550599		Jacksonville	FL	32255-0599
2/1/2009	Citrix Online	\$3,024.00	File 50264		Los Angeles	CA	90074-0264
1/28/2009	Corporate Stock Transfer	\$101.32	3200 Cherry Creek Drive S	Suite 430	Denver	CO	80209
2/1/2009	Corporate Stock Transfer	\$366.32	3200 Cherry Creek Drive S	Suite 430	Denver	CO	80209
3/24/2009	Corporate Stock Transfer	\$201.32	3200 Cherry Creek Drive S	Suite 430	Denver	CO	80209
1/2/2009	Craig A Christiansen	\$44.95	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/27/2009	Craig A Christiansen	\$39.54	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/20/2009	Craig A Christiansen	\$25.00	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/15/2009	CULLIGAN WATER CONDITIONING	\$50.47	PO BOX 3048		MANKATO	MN	56002
2/1/2009	CULLIGAN WATER CONDITIONING	\$47.37	PO BOX 3048		MANKATO	MN	56002
1/27/2009	Dana Henriksen	\$1,534.90	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/1/2009	Dana Henriksen	\$1,645.31	11 Civic Center Plaza	Suite 310	Mankato	MN	56001

Statement of Financial Affairs - Schedule 3(b)

Date	Paid To	Payment	Address 1	Address 2	City	State	Zip Code
2/20/2009	Dana Henriksen	\$726.98	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/1/2009	Eaton Corporation	\$2,567.00	PO Box 93531		Chicago	IL	60673-3531
2/1/2009	Emmit Marvin & Martin	\$20,000.00	120 Broadway		New York	NY	10271
1/2/2009	Enventis Telecom	\$2,064.21	Attn: A/R Specialist	PO Box 3248	Mankato	MN	56002-3248
2/1/2009	Enventis Telecom	\$2,040.51	Attn: A/R Specialist	PO Box 3248	Mankato	MN	56002-3248
2/20/2009	Enventis Telecom	\$2,136.64	Attn: A/R Specialist	PO Box 3248	Mankato	MN	56002-3248
1/15/2009	Farrish Johnson Law Office,	\$2,280.60	PO Box 550		Mankato	MN	56002-0550
2/1/2009	Farrish Johnson Law Office,	\$1,152.00	PO Box 550		Mankato	MN	56002-0550
3/12/2009	Farrish Johnson Law Office,	\$500.69	PO Box 550		Mankato	MN	56002-0550
1/2/2009	Fidelity Investments	\$358.67	PO Box 73307		Chicago	IL	60673-7307
2/1/2009	Fidelity Investments	\$323.93	PO Box 73307		Chicago	IL	60673-7307
2/23/2009	Fidelity Investments	\$343.17	PO Box 73307		Chicago	IL	60673-7307
3/26/2009	Fidelity Investments	\$516.75	PO Box 73307		Chicago	IL	60673-7307
1/14/2009	Fidelity Payroll	\$143,512.05	PO Box 73307		Chicago	IL	60673-7307
1/29/2009	Fidelity Payroll	\$152,100.53	PO Box 73307		Chicago	IL	60673-7307
3/3/2009	FPX	\$50,000.00	5420 LBJ FWY	Suite 750	Dallas	TX	75240
3/5/2009	FPX	\$641.11	5420 LBJ FWY	Suite 750	Dallas	TX	75240
2/24/2009	FPX LLC	\$250,000.00	5420 LBJ FWY	Suite 750	Dallas	TX	75240
3/26/2009	FPX LLC	\$86,242.35	5420 LBJ FWY	Suite 750	Dallas	TX	75240
2/1/2009	FRANCHISE TAX BOARD	\$915.00	PO BOX 942857	Suite 750	Dallas	TX	75240
1/2/2009	Genesys Conferencing	\$1,215.35	Department 0938		SACRAMENTO	CA	94257-0531
2/1/2009	Genesys Conferencing	\$1,307.04	Department 0938		Denver	CO	80256
2/20/2009	Genesys Conferencing	\$1,539.23	Department 0938		Denver	CO	80256
1/27/2009	Gloria Alfstad	\$69.95	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/20/2009	Greg Brandt	\$65.74	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/12/2009	Hewlett Packard	\$943.57	PO Box 402582		Atlanta	GA	30384-2582
1/2/2009	Hewlett-Packard Financial Services	\$531.03	PO Box 550		Mankato	MN	56002-0550
1/15/2009	Hewlett-Packard Financial Services	\$135.11	PO Box 550		Mankato	MN	56002-0550
1/31/2009	Hewlett-Packard Financial Services	\$957.24	PO Box 550		Mankato	MN	56002-0550
2/1/2009	Hewlett-Packard Financial Services	\$531.03	PO Box 402582		Atlanta	GA	30384-2582
2/27/2009	Hewlett-Packard Financial Services	\$514.88	PO Box 402582		Atlanta	GA	30384-2582
3/12/2009	Hewlett-Packard Financial Services	\$7.89	PO Box 402582		Atlanta	GA	30384-2582
1/15/2009	HICKORY TECH	\$450.37	PO Box 3188		Milwaukee	WI	53201
2/1/2009	HICKORY TECH	\$449.80	PO Box 3188		Milwaukee	WI	53201
2/1/2009	Hilltop Florist and Greenhouse	\$53.50	885 Madison Avenue		Mankato	MN	56001
1/2/2009	HY-VEE	\$4.86	5820 Westown Pkwy		West Des Moines	IA	80266-8233
1/15/2009	HY-VEE	\$9.83	5820 Westown Pkwy		West Des Moines	IA	80266-8233
1/28/2009	HY-VEE	\$45.87	5820 Westown Pkwy		West Des Moines	IA	80266-8233
2/1/2009	HY-VEE	\$9.14	5820 Westown Pkwy		West Des Moines	IA	80266-8233
2/20/2009	HY-VEE	\$7.09	5820 Westown Pkwy		West Des Moines	IA	80266-8233
2/1/2009	IMAGE THREADS LLC	\$50.44	4610 CHURCHILL STREET		SHOREVIEW	MN	55126
1/2/2009	InetSoft Technology Corporation	\$1,345.50	4500 New Brunswick Ave	Suite 201	Piscataway	NJ	08854
2/1/2009	InetSoft Technology Corporation	\$19,923.74	4500 New Brunswick Ave	Suite 201	Piscataway	NJ	08854

Statement of Financial Affairs - Schedule 3(b)

Date	Paid To	Payment	Address 1	Address 2	City	State	Zip Code
1/2/2009	Insight (Software Spectrum, Inc.)	\$351.70	PO Box 848264		Dallas	TX	75284-8264
2/1/2009	Insight (Software Spectrum, Inc.)	\$351.70	PO Box 848264		Dallas	TX	75284-8264
2/20/2009	Insight (Software Spectrum, Inc.)	\$351.69	PO Box 848264		Dallas	TX	75284-8264
1/28/2009	Iron Mountain Intellectual Property	\$1,750.00	PO Box 27131		New York	NY	10087-7131
1/15/2009	James Scheper	\$883.29	5445 S. Monaco Street		Greenwood Village	CO	80111
1/15/2009	JoDeil Anderson	\$61.85	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/15/2009	Jon Homan	\$180.00	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/29/2009	Jon Homan	\$825.00	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/12/2009	Jon Homan	\$750.00	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/20/2009	Jon Homan	\$465.00	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/15/2009	Joshua Vander Hook	\$105.00	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/29/2009	Joshua Vander Hook	\$491.25	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/12/2009	Joshua Vander Hook	\$483.75	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/20/2009	Joshua Vander Hook	\$277.50	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/1/2009	Leonard, Street and Dennard	\$206.50	150 South Fifth Street	Suite 2300	Minneapolis	MN	55402
2/20/2009	Leonard, Street and Dennard	\$286.31	150 South Fifth Street	Suite 2300	Minneapolis	MN	55402
3/24/2009	Leonard, Street and Dennard	\$3,450.62	150 South Fifth Street	Suite 2300	Minneapolis	MN	55402
3/24/2009	Liner Yankelevitz Sunshine Regenstreif & Taylor LLP	\$2,217.81	1100 Glendon Avenue	14th Floor	Los Angeles	CA	90024
1/15/2009	M&M Signs, Inc.	\$72.23	160 Mohr Drive	PO Box 282	Mankato	MN	56001
2/1/2009	M&M Signs, Inc.	\$24.08	160 Mohr Drive	PO Box 282	Mankato	MN	56001
1/15/2009	Market Makers Partners Inc.	\$18,000.00	3560 Pine Grove Ave	Suite 510	Port Huron	MI	48060
2/1/2009	Market Makers Partners Inc.	\$18,084.31	3560 Pine Grove Ave	Suite 510	Port Huron	MI	48060
2/20/2009	Market Makers Partners Inc.	\$14,785.71	3560 Pine Grove Ave	Suite 510	Port Huron	MI	48060
3/12/2009	Markewire	\$365.00	Department 8025		Los Angeles	CA	90084-8025
2/1/2009	Massachusetts Department of Revenue	\$125.00	PO Box 7010		Boston	MA	02204
1/2/2009	Metro Sales Inc.	\$229.03	1620 E 78th Street		Minneapolis	MN	55423
1/2/2009	Metro Sales Inc.	\$229.03	1620 E 78th Street		Minneapolis	MN	55423
1/2/2009	MHI Life	\$87.50	Attn: Select Account	PO Box 64193	St Paul	MN	55164-0193
1/31/2009	MHI Life	\$5,208.25	Attn: Select Account	PO Box 64193	St Paul	MN	55164-0193
1/31/2009	MHI Life	\$854.31	Attn: Select Account	PO Box 64193	St Paul	MN	55164-0193
1/31/2009	MHI Life	\$533.42	Attn: Select Account	PO Box 64193	St Paul	MN	55164-0193
1/31/2009	MHI Life	\$789.51	Attn: Select Account	PO Box 64193	St Paul	MN	55164-0193
2/5/2009	MHI Life	\$1,115.02	Attn: Select Account	PO Box 64193	St Paul	MN	55164-0193
2/5/2009	MHI Life	\$6,151.94	Attn: Select Account	PO Box 64193	St Paul	MN	55164-0193
2/12/2009	MHI Life	\$972.04	Attn: Select Account	PO Box 64193	St Paul	MN	55164-0193
2/19/2009	MHI Life	\$2,841.72	Attn: Select Account	PO Box 64193	St Paul	MN	55164-0193
2/23/2009	MHI Life	\$607.00	Attn: Select Account	PO Box 64193	St Paul	MN	55164-0193
2/28/2009	MHI Life	\$1,460.59	Attn: Select Account	PO Box 64193	St Paul	MN	55164-0193
2/12/2009	Minnesota Child Support Payment	\$346.00	108 S. Minnesota Ave	Sie 200	St. Peter	MN	56082-2516
1/30/2009	Minnesota Revenue	\$1,188.93	Mail Station 1250		St Paul	MN	55145-1250
2/1/2009	Minnesota Revenue	\$1,050.00	Mail Station 1250		St Paul	MN	55145-1250
3/24/2009	Minnesota Revenue	\$91.87	Mail Station 1250		St Paul	MN	55145-1250
1/15/2009	Morris, Nichols, Arslit & Tunnel LLP	\$25,000.00	1201 N. Market Street	PO Box 1347	Wilmington	DL	19877

Statement of Financial Affairs - Schedule 3(b)

Date	Paid To	Payment	Address 1	Address 2	City	State	Zip Code
2/28/2009	Morris, Nichols, Arsh & Tunnel LLP	\$25,000.00	1201 N. Market Street	PO Box 1347	Wilmington	DL	19877
1/15/2009	Nathan Bohm	\$13,000.00	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/27/2009	Nathan Bohm	\$213.38	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/1/2009	Nathan Bohm	\$13,000.00	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/20/2009	Nathan Bohm	\$13,174.56	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/27/2009	Nicole Spencer	\$76.23	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/20/2009	Nirav Dalal	\$417.17	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/28/2009	Nirav Dalal	\$1,945.71	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/28/2009	Nirav Dalal	\$897.88	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/15/2009	OpSource	\$33,587.00	5201 Great America Parkway	Suite 120	Santa Clara	CA	95054
1/28/2009	OpSource	\$33,587.00	5201 Great America Parkway	Suite 120	Santa Clara	CA	95054
2/1/2009	Oracle USA, Inc.	\$265.41	PO Box 71028	Suite 120	Chicago	IL	60694-1028
1/2/2009	Paul Kiss	\$1,903.59	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/1/2009	Paul Kiss	\$209.96	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/20/2009	Paul Kiss	\$303.07	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/8/2009	Paypal	\$28.38					
1/16/2009	Paypal	\$169.76					
1/26/2009	Paypal	\$53.45					
2/23/2009	Payroll Account #1	\$138,689.22	PO Box 73307		Chicago	IL	60673-7307
1/2/2009	PEPSI-COLA OF MANKATO, INC.	\$77.58	PO BOX 847		LA CROSSE	WI	54602-0847
1/28/2009	PEPSI-COLA OF MANKATO, INC.	\$91.22	PO BOX 847		LA CROSSE	WI	54602-0847
2/20/2009	PEPSI-COLA OF MANKATO, INC.	\$99.51	PO BOX 847		LA CROSSE	WI	54602-0847
1/2/2009	Perimeter Internetworking Co	\$792.38	Dept #106071	PO Box 150433	Hartford	CT	06115-0433
2/1/2009	Perimeter Internetworking Co	\$807.62	Dept #106071	PO Box 150433	Hartford	CT	06115-0433
1/15/2009	Peter Mohar	\$634.34	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/27/2009	Peter Mohar	\$388.46	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/27/2009	Peter Mohar	\$48.19	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/27/2009	Peter Mohar	\$499.95	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/1/2009	Peter Mohar	\$101.13	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/20/2009	Peter Mohar	\$749.10	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/9/2009	PFC	\$5,368.10					
1/15/2009	Philip Jurgenson	\$7,087.50	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/1/2009	Philip Jurgenson	\$7,065.00	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/20/2009	Philip Jurgenson	\$5,287.50	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/15/2009	Pitney Bowes Inc	\$90.65	PO BOX 856390		Louisville	KY	40285-6390
2/1/2009	Poland Spring	\$182.52	PO Box 856192		Louisville	KY	40285-6192
1/31/2009	Principal Financial Group	\$5,368.10	11100 Wayzata Blvd	Suite 211	Minnetonka	MN	55305-5517
3/9/2009	Principal Financial Group	\$249.75	11100 Wayzata Blvd	Suite 211	Minnetonka	MN	55305-5517
2/6/2009	QB Services, LLC	\$2,942.50	8400 Normandale Lake Blvd	Suite 920	Bloomington	MN	55437
2/23/2009	QB Services, LLC	\$1,017.80	8400 Normandale Lake Blvd	Suite 920	Bloomington	MN	55437
1/2/2009	QWEST	\$7,368.66	Business Services	PO Box 856169	Louisville	KY	40285-6169
1/28/2009	QWEST	\$7,513.23	Business Services	PO Box 856169	Louisville	KY	40285-6169
2/23/2009	QWEST	\$7,611.66	Business Services	PO Box 856169	Louisville	KY	40285-6169

Statement of Financial Affairs - Schedule 3(b)

Date	Paid To	Payment	Address 1	Address 2	City	State	Zip Code
2/20/2009	Rod Larson	\$944.16	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/2/2009	Ross Skov	\$127.54	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/27/2009	Ross Skov	\$175.41	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/20/2009	Ross Skov	\$126.91	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/1/2009	Salesforce.com	\$4,500.00	PO Box 842569		Boston	MA	02284-2569
1/15/2009	Shyam Pillai	\$2,850.00	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/1/2009	Shyam Pillai	\$3,825.00	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/23/2009	Shyam Pillai	\$1,800.00	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/2/2009	Stacy Wierina	\$103.56	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/20/2009	Stacy Wierina	\$51.78	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/2/2009	Staples Business Advantage	\$190.21	Dept DET	PO Box 83689	Chicago	IL	60696
2/1/2009	Staples Business Advantage	\$523.23	Dept DET	PO Box 83689	Chicago	IL	60696
1/2/2009	Stephen Peary	\$230.53	6646 E. Crested Saguaro Ln		Scottsdale	AZ	85266
1/15/2009	Stephen Peary	\$776.80	6646 E. Crested Saguaro Ln		Scottsdale	AZ	85266
2/1/2009	Stephen Peary	\$272.11	6646 E. Crested Saguaro Ln		Scottsdale	AZ	85266
2/23/2009	Stephen Peary	\$193.51	6646 E. Crested Saguaro Ln		Scottsdale	AZ	85266
1/15/2009	Thomas Thomsen	\$57.20	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/20/2009	Thomas Thomsen	\$66.31	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/2/2009	UPS	\$134.66	LOCKBOX 577		CAROL STREAM	IL	60132-0577
2/1/2009	UPS	\$359.50	LOCKBOX 577		CAROL STREAM	IL	60132-0577
2/20/2009	UPS	\$52.63	LOCKBOX 577		CAROL STREAM	IL	60132-0577
3/12/2009	UPS	\$62.20	LOCKBOX 577		CAROL STREAM	IL	60132-0577
1/14/2009	Vicki Tillman	\$1,187.50	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/29/2009	Vicki Tillman	\$1,568.75	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/12/2009	Vicki Tillman	\$1,797.75	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
2/20/2009	Vicki Tillman	\$1,268.75	11 Civic Center Plaza	Suite 310	Mankato	MN	56001
1/31/2009	Wells Fargo Bank	\$1,077.21	90 South 7th Street		Minneapolis	MN	55479
2/23/2009	Wells Fargo Bank	\$1,118.92	90 South 7th Street		Minneapolis	MN	55479
3/20/2009	Wells Fargo Bank	\$1,130.10	90 South 7th Street		Minneapolis	MN	55479
1/2/2009	William P Stelt	\$637.10	3278 S Ash Street		Denver	CO	80202
2/1/2009	William P Stelt	\$95.10	3278 S Ash Street		Denver	CO	80202
2/20/2009	William P Stelt	\$755.69	3278 S Ash Street		Denver	CO	80202

Statement of Financial Affairs - Schedule 3(c)

Relationship	Name	Address	Nature of Payment	Date	Amount
President	L. Bradlee Sheafe	Two Lincoln Centre, 5420 LBJ Fwy, Suite 750, Dallas, TX 75240	Expense Reimbursement	6/5/2008	\$ 3,217.60
			Expense Reimbursement	6/24/2008	\$ 1,929.58
			Expense Reimbursement	7/10/2008	\$ 1,297.29
			Expense Reimbursement	8/15/2008	\$ 778.00
			Expense Reimbursement	8/26/2008	\$ 916.88
			Expense Reimbursement	9/30/2008	\$ 906.45
			Expense Reimbursement	11/21/2008	\$ 1,977.95
			Salary	4/1/2008 - 3/31/2009	\$ 15.00
Chief Executive Officer	William Santo	7 Stonegate Drive, Weswood, MA 02090	Expense Reimbursement	4/11/2008	\$ 2,691.56
			Salary	4/1/2008 - 3/31/2009	\$ 53,533.72
Secretary	Stephen Peary	6646 E. Crested Saguaro Lane, Scottsdale, AZ 85266	Expense Reimbursement	5/21/2008	\$ 2,039.10
			Expense Reimbursement	6/5/2008	\$ 734.85
			Expense Reimbursement	6/24/2008	\$ 423.49
			Expense Reimbursement	7/10/2008	\$ 1,714.08
			Expense Reimbursement	8/26/2008	\$ 337.21
			Expense Reimbursement	9/30/2008	\$ 3,041.91
			Expense Reimbursement	10/8/2008	\$ 661.53
			Expense Reimbursement	11/21/2008	\$ 667.98
			Expense Reimbursement	12/5/2008	\$ 847.83
			Expense Reimbursement	12/18/2008	\$ 332.67
			Expense Reimbursement	1/2/2009	\$ 230.53
			Expense Reimbursement	1/15/2009	\$ 776.80
			Expense Reimbursement	2/11/2009	\$ 272.11
			Expense Reimbursement	2/23/2009	\$ 193.51
			Salary	4/1/2008 - 3/31/2009	\$ 86,777.17
Chief Financial Officer	William Stelt	3278 S. Ash Street, Denver, CO 80202	Expense Reimbursement	4/15/2008	\$ 717.10
			Expense Reimbursement	4/30/2008	\$ 767.02
			Expense Reimbursement	5/14/2008	\$ 1,467.81
			Expense Reimbursement	5/21/2008	\$ 613.41
			Expense Reimbursement	6/5/2008	\$ 963.41
			Expense Reimbursement	6/24/2008	\$ 607.09
			Expense Reimbursement	7/10/2008	\$ 1,948.76
			Expense Reimbursement	8/5/2008	\$ 1,646.29
			Expense Reimbursement	8/15/2008	\$ 1,730.22

Statement of Financial Affairs - Schedule 3(c)

Relationship	Name	Address	Nature of Payment	Date	Amount
Vice President, Sales & Marketing	James Scheper	545 S. Monaco Street, Greenwood Village, CO 80111	Expense Reimbursement	8/26/2008	\$ 784.04
			Expense Reimbursement	9/11/2008	\$ 718.28
			Expense Reimbursement	9/30/2008	\$ 911.99
			Expense Reimbursement	10/8/2008	\$ 240.86
			Expense Reimbursement	11/21/2008	\$ 532.23
			Expense Reimbursement	12/5/2008	\$ 851.38
			Expense Reimbursement	12/18/2008	\$ 902.98
			Expense Reimbursement	1/2/2009	\$ 637.10
			Expense Reimbursement	2/11/2009	\$ 95.10
			Expense Reimbursement	2/20/2009	\$ 735.69
			Salary	4/1/2008 - 3/31/2009	\$ 120,317.50
			Expense Reimbursement	4/15/2008	\$ 7,612.72
			Expense Reimbursement	4/30/2008	\$ 5,166.76
			Expense Reimbursement	7/10/2008	\$ 3,787.96
			Expense Reimbursement	8/5/2008	\$ 1,846.17
			Expense Reimbursement	9/11/2008	\$ 2,431.07
			Expense Reimbursement	10/23/2008	\$ 3,847.59
			Expense Reimbursement	11/21/2008	\$ 627.93
			Expense Reimbursement	12/18/2008	\$ 2,648.03
Vice President, Technology	Craig Christensian	11 Civic Center Plaza Suite 310, Mankato, MN 56001	Expense Reimbursement	1/15/2009	\$ 883.29
			Salary	4/1/2008 - 3/31/2009	\$ 196,889.03
			Expense Reimbursement	8/5/2008	\$ 1,542.69
			Expense Reimbursement	9/11/2008	\$ 42.74
Director	Mark Tunney	11111 Santa Monica Blvd., Suite 1650, Los Angeles, CA 90025	Expense Reimbursement	11/21/2008	\$ 178.65
			Expense Reimbursement	1/2/2009	\$ 44.95
			Expense Reimbursement	1/27/2009	\$ 39.54
			Expense Reimbursement	2/20/2009	\$ 25.00
			Salary	4/1/2008 - 3/31/2009	\$ 98,772.23
Director	Frank Knuettel	1220 S. St. Paul St. Denver, CO 80210	Expense Reimbursement	4/14/2008	\$ 591.99
			Expense Reimbursement	6/5/2008	\$ 795.56
			Expense Reimbursement	10/23/2008	\$ 723.50

Statement of Financial Affairs - Schedule 3(c)

Relationship	Name	Address	Nature of Payment	Date	Amount
Director	Scott Kline	Two Lincoln Centre 5420 LBJ Freeway, Suite 750 Dallas, Texas 75240	Expense Reimbursement	12/18/2008	\$ 150.00
			Board of Director Fee	7/28/2008	\$ 1,840.00
			Expense Reimbursement	5/21/2008	\$ 195.82
			Expense Reimbursement	9/30/2008	\$ 441.91
			Board of Director Fee	7/28/2008	\$ 1,840.00

Statement of Financial Affairs - Schedule 23

Relationship	Name	Address	Nature of Distribution	Date	Amount
President	L. Bradlee Sheafe	Two Lincoln Centre 5420 I.B.J. Freeway, Suite 750 Dallas, Texas 75240	Salary	4/1/2008 - 3/31/2009	\$ 15.00
Chief Executive Officer	William Santo	7 Stonegate Drive, Westwood, MA 02090	Salary	4/1/2008 - 3/31/2009	\$ 53,533.72
Secretary	Stephen Peary	6646 E. Crested Sagunaro Lane, Scottsdale, AZ 85266	Salary	4/1/2008 - 3/31/2009	\$ 86,777.17
Chief Financial Officer	William Stelt	3278 S. Ash Street, Denver, CO 80202	Salary	4/1/2008 - 3/31/2009	\$ 120,317.50
Vice President, Sales & Marketing	James Schepel	545 S. Monaco Street, Greenwood Village, CO 80111	Salary	4/1/2008 - 3/31/2009	\$ 196,889.03
Vice President, Technology	Craig Christensian	11 Civic Center Plaza Suite 310, Mankato, MN 56001	Salary	4/1/2008 - 3/31/2009	\$ 98,772.23
Director	Frank Knuettel	1220 S. St. Paul St. Denver, CO 80210	Board of Director Fee	7/28/2008	\$ 1,840.00
Director	Scott Kline	Two Lincoln Centre 5420 I.B.J. Freeway, Suite 750 Dallas, Texas 75240	Board of Director Fee	7/28/2008	\$ 1,840.00

**United States Bankruptcy Court
District of Minnesota**In re Firepond, Inc.

Debtor(s)

Case No. _____

Chapter 7**STATEMENT OF COMPENSATION BY ATTORNEY FOR DEBTOR(S)**

The undersigned, pursuant to Local Rule 1007-1, Bankruptcy Rule 2016(b) and § 329(a) of the Bankruptcy Code, states that:

1. The undersigned is the attorney for the debtor(s) in this case and files this statement as required by applicable rules.
2. (a) The filing fee paid by the undersigned to the clerk for the debtor(s) in this case is: \$ 299.00
(b) The compensation paid or agreed to be paid by the debtor(s) to the undersigned is: \$ 0.00
(c) Prior to filing this statement, the debtor(s) paid to the undersigned: \$ 0.00
(d) The unpaid balance due and payable by the debtor(s) to the undersigned is: \$ 0.00
3. The services rendered or to be rendered include the following:
 - (a) analysis of the financial situation and rendering advice and assistance to the debtor in determining whether to file a petition under Title 11 of the United States Code;
 - (b) preparation and filing of the petition, exhibits, attachments, schedules, statements and lists and other documents required by the court;
 - (c) representation of the debtor(s) at the meeting of creditors;
 - (d) other services reasonably necessary to represent the debtor(s) in this case.
4. The source of all payments by the debtor(s) to the undersigned was or will be from earnings or other current compensation of the debtor(s), and the undersigned has not received and will not receive any transfer of property other than such payments by the debtor(s), except as follows:
5. The undersigned has not shared or agreed to share with any other person other than with members of undersigned's law firm any compensation paid or to be paid.

Dated: 3/31/09Signed: **Jacob B. Sellers (#348879)**

Attorney for Debtor(s)

Leonard, Street and Deinard

150 South Fifth Street, Suite 2300

Minneapolis, MN 55402

612-335-1500 Fax: 612-335-1657

LOCAL RULE REFERENCE: 1007-1

**United States Bankruptcy Court
District of Minnesota**

In re Firepond, Inc.

Debtor(s)

Case No. _____

Chapter 7

VERIFICATION OF CREDITOR MATRIX

I, the CEO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date:

3/31/09



Stephen Peary/CEO
Signer/Title

ATLANTIC-PHILADELPHIA REALTY,
C/O ATLANTIC MANAGEMENT CORP
205 NEWBURY STREET
FRAMINGHAM MA 01701

ATLANTIC-PHILADELPHIA REALTY,
C/O ATLANTIC MANAGEMENT CORP
205 NEWBURY STREET
FRAMINGHAM MA 01701

BLUE CROSS BLUE SHIELD OF MN
3535 BLUE CROSS ROAD
SAINT PAUL MN 55164

BOWNE OF LOS ANGELES, INC.
1931 MARKET CENTER BOULEVARD
SUITE 111
DALLAS TX 75207

BRETTS DEVELOPMENT, LLC
11 CIVIC CENTER PLAZA
MANKATO MN 56001

BRETTS DEVELOPMENT, LLC
11 CIVIC CENTER PLAZA
MANKATO MN 56001

BROADRIDGE
PO BOX 23487
NEWARK NJ 07189

COMMONWEALTH OF MASSACHUSETTS
MASSACHUSETTS DEPT. OF REVENUE
PO BOX 7010
BOSTON MA 02204-7010

EIDEBAILY, LLP
11 CIVIC CENTER PLAZA
SUITE 301
MANKATO MN 56001

FARRISH JOHNSON LAW FIRM, CHTD
1907 EXCEL DRIVE
PO BOX 550
MANKATO MN 56002-0550

FP TECH HOLDINGS, LLC
207C N WASHINGTON AVENUE
MARSHALL TX 75670

FP TECH HOLDINGS, LLC
207C N WASHINGTON AVENUE
MARSHALL TX 75670

FP TECH HOLDINGS, LLC
207C N WASHINGTON AVENUE
MARSHALL TX 75670

FP TECH HOLDINGS, LLC
207C N WASHINGTON AVENUE
MARSHALL TX 75670

FRANCIS KNUETTEL II
1220 SOUTH SAINT PAUL STREET
DENVER CO 80210

HEWLETT-PACKARD FINANCIAL SVC
PO BOX 402582
ATLANTA GA 30384-2582

HEWLETT-PACKARD FINANCIAL SVCS
PO BOX 402582
ATLANTA GA 30384-2582

KAKELDEY & ASSOCIATES, P.A.
1400 MADISON AVENUE, SUITE 628
MANKATO MN 56002

KAKELDEY & ASSOCIATES, P.A.
1400 MADISON AVENUE, SUITE 628
MANKATO MN 56002

KLAUS BESSIER
ADDRESS UNKNOWN

LEONARD, STREET AND DEINARD
150 SOUTH FIFTH STREET
SUITE 2300
MINNEAPOLIS MN 55402

LEONARD, STREET AND DEINARD
150 S FIFTH STREET, SUITE 2300
MINNEAPOLIS MN 55402

MARK TUNNEY
11111 SANTA MONICA BOULEVARD
SUITE 1650
LOS ANGELES CA 90025

METRO SALES, INC.
1620 E 78TH STREET
MINNEAPOLIS MN 55423

MORRIS NICHOLS ARSHT & TUNNEL
1201 NORTH MARKET STREET
P.O. BOX 1347
WILMINGTON DE 19877-1347

MORRISON & FOERSTER, LLP
BOX 60000
SAN FRANCISCO CA 94160-2497

MOSS AND BARNETT
4800 WELLS FARGO CENTER
90 SOUTH SEVENTH STREET
MINNEAPOLIS MN 55402

NSTAR
PO BOX 4508
WOBURN MA 01888-4508

RICHARDSON & PATEL
10900 WILSHIRE BOULEVARD
SUITE 500
LOS ANGELES CA 90024-6525

RUSS, AUGUST & KABAT
12424 WILSHIRE BOULEVARD
12TH FLOOR
LOS ANGELES CA 90025

SCOTT KLINE
5420 LBJ FREEWAY, SUITE 750
DALLAS TX 75240

STATE OF MICHIGAN DEPT. OF REV
DISCOVERY AND TAX ENFORCEMENT
360 W BUTTERFIELD RD, STE 27D
ELMHURST IL 60126

STATE OF MINNESOTA
COMMISSIONER OF REVENUE
PO BOX 64447
SAINT PAUL MN 55164-0447

SWEDER & ROSS
21 CUSTOM HOUSE STREET
SUITE 300
BOSTON MA 02110

VERIZON
PO BOX 4508
WOBURN MA 01654-0001

VORYS, SATER, SEYMOUR & PEASE
2100 ONE CLEVELAND CENTER
1375 EAST NINTH STREET
CLEVELAND OH 44114

WARECORP, LLP
3611 FARMINGTON ROAD
MINNETONKA MN 55305

WILLIAM SANTO
7 STONEGATE LANE
WESTWOOD MA 02090

United States Bankruptcy Court
District of Minnesota

In re Firepond, Inc.

Debtor(s)

Case No.

Chapter

7

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Firepond, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

FP Tech Holdings, LLC
207C N Washington Street
Marshall, TX 75670

☐ None [Check if applicable]

Date

3/31/09



Jacob B. Sellers (#348879)

Signature of Attorney or Litigant

Counsel for Firepond, Inc.

Leonard, Street and Deinard

150 South Fifth Street, Suite 2300

Minneapolis, MN 55402

612-335-1500 Fax: 612-335-1657

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Firepond, Inc.

Debtor(s).

SIGNATURE DECLARATION

Case No. _____

- ☒ PETITION, SCHEDULES & STATEMENTS
☐ CHAPTER 13 PLAN
☐ SCHEDULES AND STATEMENTS ACCOMPANYING VERIFIED CONVERSION
☐ AMENDMENT TO PETITION, SCHEDULES & STATEMENTS
☐ MODIFIED CHAPTER 13 PLAN
☐ OTHER (Please describe: _____)

I [We], the undersigned debtor(s) or authorized representative of the debtor, *make the following declarations under penalty of perjury:*

- The information I have given my attorney and provided in the electronically filed petition, statements, schedules, amendments, and/or chapter 13 plan, as indicated above, is true and correct;
- The information provided in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case is true and correct;
- [individual debtors only] If no Social Security Number is included in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case, it is because I do not have a Social Security Number;
- I consent to my attorney electronically filing with the United States Bankruptcy Court my petition, statements and schedules, amendments, and/or chapter 13 plan, as indicated above, together with a scanned image of this Signature Declaration and the completed "Debtor Information Pages," if applicable; and
- [corporate and partnership debtors only] I have been authorized to file this petition on behalf of the debtor.

Date: 3/31/09

X

SAF
Signature of Debtor or Authorized Representative

X

Signature of Joint Debtor

Stephen Peary

Printed Name of Debtor or Authorized Representative

Printed Name of Joint Debtor

Form ERS-1 (Rev. 10/03)